

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION
March 23, 2001

ILLINOIS
COMMERCE COMMISSION

APR 19 11 19 AM '01

CHIEF CLERK'S OFFICE

ORIGINAL

Donna Caton
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701

Re: NorthPoint Communications

*Cancellation by
letter 61-0332*

Dear Sir or Madam:

As you may be aware, on January 16, 2001, NorthPoint Communications, Inc. ("NorthPoint") filed for federal bankruptcy protection in the wake of Verizon's termination of its agreement to merge with NorthPoint. For the last nine weeks, NorthPoint has worked tirelessly to seek new sources of financing, or a strategic partner, that would allow it to continue as a going concern.

Up to March 21, 2001, we received and reviewed bids filed pursuant to the procedures approved by the federal bankruptcy court. Unfortunately, no bid emerged that offered NorthPoint any opportunity to continue as a going concern. Yesterday afternoon, the United States Bankruptcy Court ordered the bulk of NorthPoint's assets sold to the highest bidder (AT&T), with the proceeds of that sale being used to pay NorthPoint's creditors.

Not surprisingly, our creditors have now declined to extend us the funding necessary for us to continue operations. We have run completely out of cash and have no other source of funding or credit available. Unable to pay our vendors and without funds to operate our network, we have no choice but to discontinue our services.

We are aware that many states have statutory and regulatory requirements regarding discontinuation of service. Due to circumstances beyond our control, however, NorthPoint's network is now being disconnected and operations discontinued. We therefore respectfully request that you take the following actions:

1. Please withdraw any operating authority you previously granted NorthPoint, and withdraw any tariffs applicable to NorthPoint. Once NorthPoint's operating authority is withdrawn, NorthPoint may no longer be subject to the jurisdiction of state public utility commissions.
2. To the extent that any approvals or consents are required even after the withdrawal of NorthPoint's operating authority, please consider this letter a request for approval and waiver of all applicable laws, rules and/or regulations (or *nunc pro tunc* approval of all actions) related to discontinuation of service, withdrawal of operating authority, transfer of NorthPoint assets, and any other actions NorthPoint must take in



accordance with or as a result of the United States Bankruptcy Court's order.

In considering NorthPoint's request, please consider the following factors:

- While NorthPoint is certificated as a Competitive Local Exchange Carrier (CLEC) or its equivalent in many locations, NorthPoint does not provide dial tone service to consumers. Its business is high speed DSL data service previously determined by the Federal Communications Commission to be an interstate special access service.
- The United States Bankruptcy Court has ordered NorthPoint's assets sold to pay its creditors. A copy of that order is attached here, and further information should be provided to you by the court as you were listed as an interested party when NorthPoint initially filed its petition for bankruptcy protection.
- NorthPoint has no retail customers; its only customers are businesses that resell NorthPoint DSL services.
- NorthPoint has no customers of any type in many states receiving this letter.
- Within minutes of the decision by the United States Bankruptcy Court, NorthPoint began making a good faith effort to notify all of its customers that their service is being terminated, and has provided them with as much information as it has concerning alternative service providers. A copy of that letter is enclosed, and information is posted at www.northpoint.net.
- NorthPoint is making every possible effort to migrate its existing subscribers to alternate DSL service providers.
- Effective immediately, and except to the extent necessary to wind down the business in accordance with federal bankruptcy court's forthcoming order, NorthPoint will cease all operations.

If there is any other information I can provide please call me at 510-735-3871.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael E. Olsen", with a long, sweeping horizontal line extending to the right.


Michael E. Olsen
Vice President and Deputy
General Counsel, Government
and Industry Affairs

VERIFICATION

OATH

State of CALIFORNIA)
)
County of SAN FRANCISCO) ss.

Michael E. Olsen makes oath and says that he is Vice President, Deputy General Counsel of NorthPoint Communications, Inc. and that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all states of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

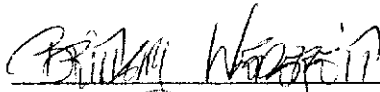


(Signature of affiant)

NorthPoint Communications, Inc.

Subscribed and sworn to before me, a Notary Public, in the State and County named above, this

23 day of March, 2001.



(Signature of Notary Public)

My Commission expires: July 26, 2002.

